



## **Downtown Center Business Improvement District**

### **BOARD OF DIRECTORS MEETING**

September 10, 2014

#### **Board of Directors**

Jim Bonham, Marty Caverly, Robert Cushman, David Damus, SauliDanpour, Clare De Briere, Simon Ha, Robert Hanasab, PeklarPilavjian, Carol Schatz, CariWolk

#### **Absent**

Barbara Bundy, Richard Costanzo, Steve Hathaway, Daniel Swartz, Cindy Troesh, KC Yasmer, Adele Yellin, Peter Zen

#### **Staff**

Hal Bastian, Jeff Chodorow, Suzanne Holley, Lena Mulhall, Ken Nakano, Elan Shore, Jessica Whaley

#### **Guests**

Matt Nolan (as proxy for Adele Yellin); Paul Rohrer, Loeb & Loeb

#### **CALL TO ORDER**

Pilavjian called the meeting to order at 8:23a.m. with a quorum.

Carol announced that Kathy Faulk has accepted a position to manage the Omni Hotel in Washington, D.C. and has resigned as Chair of DCBID. Peklar Pilavjian has agreed to serve as Interim Chair until a replacement has been selected. Carol asked for a motion to accept Faulk's resignation and Pilavjian to serve as Interim Chair. A motion was raised by Damus. Danpour seconded. Motion was approved.

Carol announced that due to changes in property ownership status, Patrick Spillane and Daniel Swartz could no longer hold seat on the Executive Committee of the Board of Directors. Carol thanked both for their service and contributions to the DCBID as officers of the Board.

#### **APPROVAL OF FINANCIALS**

Jeff reported:

Total assessment revenue for the month of July was unfavorable by \$149K. Department expenditures were favorable by \$31K primarily due to staff vacancies in public safety. The Finance Committee has reviewed and approved. Pilavjian asked for a motion to approve the July financials as presented. Danpour raised a motion to approve as presented. Ha seconded and motion was approved.

#### **PRESIDENT'S REPORT**

Carol Reported:

Carol reminded the Board that Hal Bastian will be leaving DCBID on September 30<sup>th</sup> to form his own consultancy company. We will be having a going away celebration for him on Sept. 30<sup>th</sup>. We will confirm event details at a later date.

Carol also announced Elan Shore has joined the DCBID as new Research and Special Projects. Carol also announced that Michael Filson, who has been working on a temporary assignment for last few months, has officially joined DCBID as Administrative Assistant to Marketing and Economic Development.

Carol thanked DCBID staff for their efforts on a successful service center relocation. Pilavjian suggested having a Board meeting there and Carol confirmed we are putting finishes touches and plan to have one of our upcoming Board meetings at Service Center.

DCBID Legislation Update: AB 2618- The DCBID has been leading an effort on behalf of a coalition of BIDs statewide to get legislation through that will deal with the issue that many BIDs are facing over the issue of what is a general benefit vs. special benefit because of Proposition 218. AB 2618 has now been signed into law.

Creative Tech Launch: Will take place in November where tours are scheduled to begin. It has received tremendous input from brokerage firms. Carol asked Robert Cushman of Brookfield to share what they have done.

Brookfield has taken specs to new level. They have selected 6 designers to come up with what they think is the "office of the future". This event was launched last month and designs are expected to be completed by 1<sup>st</sup> quarter of 2015.

Upcoming DCBID Events: October 9<sup>th</sup> is the 15<sup>th</sup> Annual Public Safety Event. We welcome all Board to attend.

CCA legislation Update: Mayor's Minimum Wage Proposal: Carol asked the Board for a show of hands on who supports it and who would like to see a longer phase in. Board agrees that this will pass despite efforts, but hopes will come with a longer phase in than proposed 3 years. Carol asked that anyone interested in more information to please contact her directly.

7<sup>th</sup> Street Bike Lanes: CCA will be discussing 7<sup>th</sup> Street at its Transportation, Infrastructure & Energy Committee Meeting at 8:00 am on September 11. There are currently 51 members who will be attending which is a good indication that 7<sup>th</sup> Street is a problem. Any of the Board who has any interest in 7<sup>th</sup> Street and how it looks should attend this meeting.

Suzanne Reported on:

Avenue of the Angels. As part of the Greenland development, they have TFAR funds they would like to contribute towards improving the pedestrian experience on Francisco Street. In order to allocate these funds to this project, Greenland needs a 3<sup>rd</sup> party to administer and has asked either SPBID or DCBID. Since this area falls within DCBID district, it is recommended that the DCBID manage this important project. The \$300K allocated does not include construction but would provide for management fees to be paid to the DCBID. Suzanne asked for a motion to approve the DCBID entering into this agreement. A motion was raised by Danpour for approval provided that the funds be held in an escrow account and not be included with any DCBID funds, that the DCBID obligation be capped at \$300K and that indemnity language be requested to be included in the agreement. Bonham seconded and the motion was approved.

#### **APPROVAL OF MINUTES**

A motion was raised by Danpour to approve the August 13, 2014 minutes as presented, Bonham seconded and motion was approved.

#### **REVISED BYLAWS**

Paul Rohrer reviewed the revised bylaws with the Board. A few changes to the bylaws were requested at the last meeting and were presented to Board. Outcome of each is provided below:

- 5.1 – limit the debt that could be incurred –  
Outcome: Change made as requested.
- 5.3 – define “Authorized Number of Directors” –  
Outcome: Change made as requested.
- 7.2, 7.3 and 7.4 – to provide that the corporation rather than the Board select meetings dates –  
Outcome: Changed to reflect that the President would select the meeting dates. Danpour requested that this be further changed to reflect the corporation and not the President.
- 7.7 – to base the quorum on the currently serving number of Directors –  
Outcome: Revised to reflect a quorum as 2/5 of the Authorized Number of Directors.
- 7.7 – confirm whether or not Directors could vote electronically –  
Outcome: They may not  
determine if two (2) persons can alternately represent and vote on behalf of one property owner  
Outcome: They may not
- 14.2 – remove “or known” in two places.  
Outcome: Change made as requested.

It was additionally noted that issues regarding personnel matters had not been addressed in the bylaws. Section 14.4 Personnel Matters was therefore added to reflect that personnel matters would be reviewed by the Executive Committee. Damus proposed including all litigation along with personnel matters be handled by the Executive Committee. De Briere requested that the Executive Committee be required to inform the Board of its decisions on these matters. After some discussion, it was decided that the Executive Committee would inform the Board of decisions on these matters at its discretion.

Carol asked for a motion to approve the revised bylaws pending the revision of section 7.2., 7.3, and 7.4 to reflect the corporation rather than the President and the addition of litigation to the Executive Committee’s responsibilities under Section 14.4. Danpour raised a motion to approve, Bonham seconded. Motion was approved.

**PROPERTY OWNER OR PUBLIC COMMENT:** None

**OLD BUSINESS:** None

**NEW BUSINESS:** None

**ADJOURNMENT:** The next meeting is scheduled for October 8, 2014. The meeting was adjourned at 9:25 a.m.